



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

RECORDATION NO. 15888 *J, K*
FILED

DEC 1 '97

1-37 PM

November 25, 1997

Surface Transportation Board
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

Attn: Ms. Janice M. Fort
Room 2311

Re: Equipment Trust Agreement (Series P-8)
Recordation No. 15888

Dear Ms. Fort:

Enclosed are the original and three certified copies of the Fifth Supplemental Equipment Trust Agreement dated as of November 3, 1997, between Union Tank Car Company and First Trust N.A., as Trustee, and the original and three certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$48 for the filing fee.

Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,


Jean Fowler
Legal Assistant

encls
UTC4066

RECEIVED
SURFACE TRANSPORTATION
BOARD
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A member of The Marmon Group of companies


12
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STATE OF ILLINOIS)
COUNTY OF COOK)

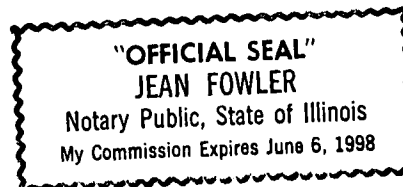
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CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Bill of Sale dated as of November 3, 1997, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 25th day of November, 1997.


Notary Public



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BILL OF SALE
FIRST TRUST, N.A.
as Trustee under Equipment Trust Agreement (Series P-8)
to
UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that First Trust, N.A., formerly known as First Trust of Illinois, N.A., as successor to Bank of America Illinois, formerly known as Continental Bank, N.A., as Trustee under that certain Equipment Trust Agreement ("Agreement") dated as of October 1, 1988, by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 4.07 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Surface Transportation Board (formerly the Interstate Commerce Commission).

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of November 3, 1997.

FIRST TRUST, N.A.

By: Martha L. Sanchez
Title: Vice President

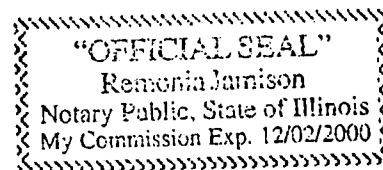


Steve J. Coleman
UTC2044P

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 25th day of November, 1997, before me, a Notary Public in and for said State and County, personally appeared MARTHA L. SANDERS and STACY M. COLEMAN, to me personally known, who being by me duly sworn did say that they are, respectively, Vice President and TRUST OFFICER of First Trust, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.

Remonia Jamison
Notary Public



10/28/97

UNION TANK CAR COMPANY – TREASURERS DEPARTMENT
WRECKED/RETIRED CARS
SCHEDULE B

CERTIFICATE TRUST SERIES: P008

| <u>QUANTITY</u> | <u>A.A.R. MECHANICAL CODE</u> | <u>CAPACITY GALLONS/ CUFT.</u> | <u>ROAD NUMBERS</u> |
|-----------------|---------------------------------------|--|---------------------|
| 48 | T524 | 12,500 GAL. | UTLX 900125–900172 |
| <u>48</u> | | | |
| 48 | TOTAL | | |